

#13
16017-E

TRINITY INDUSTRIES LEASING COMPANY
3910 Washington Avenue
Houston, Texas 77007
(713) 861-2955

RECORDATION NO 16017-E FILED 1425

JUL 10 1989 - 11 45 AM

June 19, 1989

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are three (3) executed originals of a Modification Agreement dated as of June 19, 1989 (to the Equipment Trust Agreement, dated as of November 4, 1988) between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee (the "Modification Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Modification Agreement relates to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee, which was filed and recorded under Recordation Number 16017 on November 11, 1988, and supplemented by assignments, bills of sale and a correction agreement under Recordation Numbers 16017-A through 16017-C.

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: NCNB Texas National Bank
One Dallas Centre
350 North St. Paul, Ninth Floor
Dallas, Texas 75201
Attention: Corporate Trust Department

JUL 10 11 40 AM '89
NOTICE OPERATING UNIT

Counterparts - C.T. Kaylor

Mrs. Mildred Lee
Interstate Commerce Commission
June 19, 1989
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of tank cars intended for use relating to interstate commerce.


Also enclosed is a check in the amount of \$13.00 to cover the required recordation fee.

You are hereby authorized to deliver stamped copies of the Modification Agreement not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the secondary document to appear in the Commission's Index follows:

Modification Agreement dated as of June 19, 1989,
between Trinity Industries Leasing Company and
NCNB Texas National Bank, as Trustee, covering
various railroad cars

TRINITY INDUSTRIES LEASING COMPANY

By: 
F. Dean Phelps, Jr.
Vice President

SCHEDULE 1

PART A

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
1.	85 Covered Hopper Cars	LO	4,750	TILX 511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079-511082, 511084, 511087-511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001-5122003, 511006, 512008, 512021, 512027, 512033, 510235, 512037 512041 TILX 1484-1489
2.	19 Covered	LO	4,750	TILX 511042, 511060, 511738, 511739, 511794, 511924, 511950, 511954, 511967, 511989, 512022-512025, 512028-512031, 512034

PART B

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
1.	85 Covered Hopper Cars	LO	4,750	KYLE 511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079-511082, 511084, 511087-511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001-512003, 511006, 512008, 512021, 512027, 512033, 512035, 512037, 512041 KYLE 1484-1489
2.	19 Covered	LO	4,750	CAGY 511042, 511060, 511738, 511739, 511794, 511924, 511950, 511954, 511967, 511989, 512022-512025, 512028-512031, 512034

RECORDED NO 16012-E FILED 1425
JUL 10 1989 - 11 45 AM
INTERSTATE COMMERCE COMMISSION

MODIFICATION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 7)

Dated as of June 19, 1989

Between

NCNB TEXAS NATIONAL BANK, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

MODIFICATION AGREEMENT

MODIFICATION AGREEMENT dated as of June 19, 1989, (hereinafter called this "Modification Agreement"), between NCNB TEXAS NATIONAL BANK, a national banking association, as trustee (the "Trustee") under the Trust Agreement (as hereinafter defined), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (herein called the "Company").

PRELIMINARY STATEMENT

The Company has sold, transferred and delivered to the Trustee certain railroad equipment (herein called the "Trust Equipment") pursuant to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Trustee (herein called the "Trust Agreement").

Pursuant to the Trust Agreement the following documents were executed and delivered and recorded as described below:

- (a) An Equipment Trust Agreement dated as of November 4, 1988, between the Company and the Trustee (the "Trust Agreement") recorded with the Interstate Commerce Commission (the "ICC") under record number 16017;
- (b) An Assignment dated November 4, 1988, between the Trustee and the Company (the "Assignment") recorded with the ICC under record number 16017-A;
- (c) A Bill of Sale dated November 4, 1988, between Trinity and the Company which was not recorded;
- (d) A Bill of Sale dated November 4, 1988, between the Company and the Trustee recorded with the ICC under record number 16017-B;
- (e) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment and filed with the Secretary of State of Texas on November 8, 1988 under file number 257182;
- (f) A Financing Statement executed by the Company, as debtor, covering the railroad cars subject to the Trust Agreement and filed with the Secretary of State of Texas on November 8, 1988 under file number 257181;
- (g) A Correction Agreement dated December 9, 1988 but effective on November 4, 1988, by and among the Company, Trinity Industries, Inc., The CIT Group/Equipment Financing, Inc., and the Trustee recorded with the ICC under record number 16017-C.

The prefix letters of certain railroad cars that are described in Exhibit A to the Trust Agreement and also set forth in Part A of Schedule 1 attached hereto and made part hereof have been changed and the parties hereto wish to reflect such changes of record.

NOW, THEREFORE, it is mutually covenanted and agreed, as follows:

1. Exhibit A to the Trust Agreement is hereby amended by substituting for the prefixes of the railroad car numbers set forth in Paragraph 1 of Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes set forth in Paragraph 1 of Part B of Schedule 1 hereto with respect to such railroad car numbers.

2. Exhibit A to the Trust Agreement is hereby amended by substituting for the prefixes of the railroad car numbers set forth in Paragraph 2 of Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes set forth in Paragraph 2 of Part B of Schedule 1 hereto with respect to such railroad car numbers.

3. This Modification Agreement shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Trustee under the Trust Agreement or any other document executed in connection with the Trust Agreement (to the extent that the Trustee is a party thereto or entitled to the benefit thereof). The Trust Agreement and all other documents executed in connection therewith are hereby ratified and confirmed in all respects by the parties thereto.

4. This Modification Agreement may be separately executed in counterparts and by the different parties hereto in separate counterparts each of which when so executed shall be deemed to constitute one and the same Correction Agreement.

5. This Modification Agreement shall be binding upon and inured to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

6. THE PROVISIONS OF THIS MODIFICATION AGREEMENT AND ALL RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF TEXAS (INCLUDING THE CONFLICTS OF LAWS RULES), INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE.

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:

Neil D. Shoen
Assistant Secretary

(Corporate Seal)

ATTEST:

By: F. Dean Phelps, Jr.
F. Dean Phelps, Jr.
Vice President

NCNB TEXAS NATIONAL BANK, as Trustee

Vincent D. Sanford
Title: Assistant Vice President

(Corporate Seal)

By: Linda McNeil
Name: LINDA McNEIL
Title: Vice President

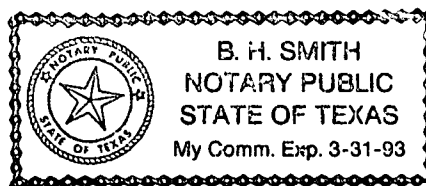
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 23rd day of June, 1989, before me personally appeared LINDA MCNEIL, to me personally known, who being by me duly sworn, says that he/she is a Vice President/Trust Officer of NCNB TEXAS NATIONAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

B. H. Smith
Notary Public

My Commission Expires:

[SEAL]



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 20th day of June 1989, before me personally appeared J. Dean Phipps, Jr., to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Bessie Baldridge
Notary Public

My Commission Expires:

11/30/89

[SEAL]

SCHEDULE 1

PART A

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>		<u>Initialed Car Numbers</u>
1.	85 Covered Hopper Cars	LO	4,750	TILX	511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079-511082, 511084, 511087-511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001-5122003, 511006, 512008, 512021, 512027, 512033, 510235, 512037 512041 TILX 1484-1489
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PART B

	<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
1.	85 Covered Hopper Cars	LO	4,750	KYLE 511041, 511045, 511048, 511051, 511052, 511054, 511055, 511065, 511066, 511068, 511069, 511071, 511074, 511076, 511079-511082, 511084, 511087-511090, 511094, 511095, 511097-511102, 511106, 511110, 511113, 511740, 511744-511746, 511748, 511750, 511752, 511753, 511756, 511759, 511761, 511789, 511790, 511796, 511800, 511802, 511927, 511931, 511933, 511935, 511938, 511939, 511941, 511953, 511955, 511956, 511959, 511962, 511965, 511973, 511976, 511979, 511981, 511987, 512001-512003, 511006, 512008, 512021, 512027, 512033, 512035, 512037, 512041 KYLE 1484-1489
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